FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	·	Submitted 05/04/2000 at 01:40PM
		File Number: 0000117866

Application Purpose: Transfer of Control

 If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.

| File Number: |

Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): 1	exas RSA 20B1 Lin	nited Partnership	
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17	330 Preston Rd Ste 100A
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-209:	2	20) FAX: (972)733-814	(1
21) E-Mail Address: ka8805@txmail.s	bc.com	2 10 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1 2 1	

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

IKSCE.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SB	C Communications Ir	ıc.	
26) P.O. Box:	And / Or	27) Street Address: 1	75 East Houston
28) City: San Antonio		29) State: TX	30) Zip: 78205
31) Telephone Number: (210)351-3476		32) FAX: (210)351-32	257
33) E-Mail Address: dwatts@corp.sbc.d	com	Control Contro	WE TO BE TO SHORT THE STREET OF THE STREET O

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commun	ications Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 E	ast Houston
38) City: San Antonio		39) State: TX	[40) Zip: 78205
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.s	bc.com		The second secon

Assignee/Transferee Information

45a) Taxpayer Identification Nu	mber:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than in	ndividual): Alloy LLC		
48) Name of Real Party in Inter	est:		49) TIN:
50) Attention To: Charles Feat	nerstun		
51) P.O. Box:	And / Or	52) Street Address: 115	5 Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)2	49-3855	57) FAX: (404)249-5664	
56) Telephone Number: (404)2 58) E-Mail Address: charles.fe	<u> </u>	a transfer of the second secon	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700	
63) City: Atlanta		64) State: GA	65) Zip: 30309	
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		
68) E-Mail Address: charles.fea	therstun@bellsout	th.com		

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

The Assignor or Transferor certifies e transferred until the consent of the Federequired because the transaction is subjected to the transaction of the Federequired because the transaction is subjected.	ral Communication ect to streamlined r	s Commission has been given, or (2) to notification procedures for <i>pro forma</i> a	that prior Commission consent is not
2) The Assignor or Transferor certifies the incorporated by reference are material,			
79) Typed or Printed Name of Party Aut	norized to Sign		
First Name: Wayne	, MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Cour	ısel		
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

 The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is nequired because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as agains the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a authorization in accordance with this application.
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as agains the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests a

3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: 05/04/00	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

	85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
	KNKN945					
	WLW406					
	WMK865					
1	WMK866					
	WMM847					
I	WMQ362					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

The state of the s		The second secon	A CANADA MANAGEMENT AND
Year 1 Gross Revenues			:
	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(current)			
The second of th	The state of the s	The control of the control of the second control of the second control of the second control of the control of	**************************************

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560518.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	· · · · · · · · · · · · · · · · · · ·	Submitted 05/04/2000 at 01:52PM
		File Number: 0000117872

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No

- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual):	Texas RSA 6 Limit	ed Partnership	
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17:	330 Preston Rd Ste 100A
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-20	92	20) FAX: (972)733-814	1
21) E-Mail Address: ka8805@txmail	.sbc.com	The state of the s	and the second s

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

JRACE:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:	-		23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
[25] Entity Name (if not an individual): SBC (Communications In	ıc.	
26) P.O. Box:	And / Or	27) Street Address: 175 East Houston	
28) City: San Antonio	1440	29) State: TX	30) Zip: 78205
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
33) E-Mail Address: dwatts@corp.sbc.com	n	A	7 / / / / / / / / / / / / / / / / / / /

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:
35) Company Name: SBC Commun	nications Inc.		
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston	
38) City: San Antonio		39) State: TX	40) Zip: 7820 5
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257	
43) E-Mail Address: dwatts@corp.s	sbc.com		

Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			(49) TIN:
50) Attention To: Charles Feathers	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-3	3855	57) FAX: (404)249-5664	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

INSCO.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

The Assignor or Transferor certifies transferred until the consent of the Fedrequired because the transaction is suftelecommunications carriers. See Men.	deral Communication bject to streamlined r	s Commission has been given, or (2) to notification procedures for <i>pro forma</i> as	that prior Commission consent is not
2) The Assignor or Transferor certifies incorporated by reference are material	, are part of this appl		
79) Typed or Printed Name of Party Au	itnorized to Sign	and a superproper of the superpr	regional control of the control of t
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Cou	unsel		
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

First Name: Wayne MI: Last Name: Watts Suffix:

83) Title: Secretary
Signature: Wayne Watts 84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN369					
WLW302					
WLW304					
WMN523					
WMQ287					
WMQ750					
WMQ751					
WMQ896					
WMS300					
WPNL446					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
(carrolle)	The control and the first of the control and t		

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560536.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
		Submitted 05/04/2000 at 02:03PM
		File Number: 0000118668

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- 5) Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock if required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

rship et Address: 17330 Preston Rd Ste 100A
A Address 47220 Practon Pd Sto 100A
at Address: 47220 Broston Dd Sto 400A
at Address. 17330 Preston Ru Ste 100A
e: TX 18) Zip: 75252
(972)733-8141
_

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race.	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic of Latino	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual): SBC C	ommunications Ir	1C.	
26) P.O. Box:	And / Or	27) Street Address: 17	5 East Houston
28) City: San Antonio		29) State: TX	30) Zip: 78205
31) Telephone Number: (210)351-3476		32) FAX: (210)351-325	57
33) E-Mail Address: dwatts@corp.sbc.com			3.1. 3. 4. 4. 4. 4. 4. 4. 4. 4. 4. 4. 4. 4. 4.

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne MI:		Last Name: Watts	Suffix:	
35) Company Name: SBC Commun				
36) P.O. Box:	And / Or	37) Street Address: 175 East Houston		
38) City: San Antonio		39) State: TX	(40) Zip: 78205	
41) Telephone Number: (210)351-34	176	42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.s	bc.com			

Assignee/Transferee Information

44) The Assignee is a(n): Limited	Liability Corpora	tion	
45a) Taxpayer Identification Numb	er::		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indiv	idual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feather	stun		
51) P.O. Box:	And / Or	52) Street Address: 1155 Pea	chtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 30309
56) Telephone Number: (404)249-	3855	57) FAX: (404)249-5664	
58) E-Mail Address: charles.feath	erstun@bellsout	h.com	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree St., N.E., Ste. 1700		
63) City: Atlanta		64) State: GA	65) Zip: 30309	
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664		
68) E-Mail Address: charles.fea	therstun@bellsou	th.com		

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

10 Care 10 Car	Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
-	Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
	Gender:		Male:			

Assignor/Transferor Certification Statements

		and the second s	AND TO COMPANY AND A SECOND SE
The Assignor or Transferor certifies transferred until the consent of the Fe required because the transaction is st telecommunications carriers. See Me.	derat Communication ubject to streamlined r	s Commission has been given, or (2) notification procedures for <i>pro forma</i> a	that prior Commission consent is not
The Assignor or Transferor certifies incorporated by reference are material			
79) Typed or Printed Name of Party A	uthorized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Co	unsel		

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party A	uthorized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: 05/04/00	

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
KNKN730					
WLV972					
WLV973					
WML698					
WML699					
WMN630					
WMN631					
WMQ463					
WMT249					
WMW577					
WMW578					
WMW579					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
	en in the second control of the second contr	المنتسيدة للدال المناه	

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/28/00	Exhibits 1-3	17561295.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	· ·	Submitted 05/04/2000 at 02:12PM
		File Number: 0000118654

1) Application Purpose: Transfer of Control	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

- 3a) Is this a pro forma assignment of authorization or transfer of control? No
- 3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?
- 4) For assignment of authorization only, is this a partition and/or disaggregation?
- [5] Does this filing request a waiver of the Commission's rules? No
- 6) Are attachments being filed with this application? Yes
- 7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
- 7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

the first and that yet come to provide the first transfer of the f	war and the second seco	The second control of	The second secon
10a) Taxpayer Identification Number:	41-41-11		10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): T	exas RSA 9B1 Lim	ited Partnership	
13) Attention To: Kellye Abernathy			
14) P.O. Box:	And / Or	15) Street Address: 17:	330 Preston Rd Ste 100A
16) City: Dallas		17) State: TX	18) Zip: 75252
19) Telephone Number: (972)733-2092	2	20) FAX: (972)733-814	1
21) E-Mail Address: ka8805@txmail.s	bc.com		
<u> </u>			The state of the s

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

ikace:	American Indian or Alaska Native:	Asian:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:		
Gender:	Female:	Male:		İ

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number:			23b) SGIN: 000	
24) First Name (if individual):	MI:	Last Name:	Suffix:	
25) Entity Name (if not an individual): SB	C Communications Ir	ıc.		
26) P.O. Box:	And / Or	27) Street Address: 1	75 East Houston	
28) City: San Antonio		29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257		
33) E-Mail Address: dwatts@corp.sbc.c	om			

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:	
35) Company Name: SBC Commur	nications Inc.			
36) P.O. Box:	And / Or	37) Street Address: 175 Ea	st Houston	
38) City: San Antonio		39) State: TX	40) Zip: 78205	
41) Telephone Number: (210)351-3476		42) FAX: (210)351-3257		
43) E-Mail Address: dwatts@corp.s	sbc.com			

Assignee/Transferee Information

44) The Assignee is a(n): Limited I	iability Corpora	tion		
45a) Taxpayer Identification Number	er:		45b) SGIN: 000	
46) First Name (if individual):	MI:	Last Name:	Suffix:	
47) Entity Name (if other than indiv	dual): Alloy LLC			
48) Name of Real Party in Interest:			49) TIN:	
50) Attention To: Charles Feathers	tun			
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700	
53) City: Atlanta		54) State: GA	55) Zip: 3030 9	
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664		
58) E-Mail Address: charles.feathe	rstun@bellsoutl	n.com		

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:
60) Company Name:			
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700
63) City: Atlanta		64) State: GA	65) Zip: 30309
66) Telephone Number: (404)24	9-3855	67) FAX: (404)249-5664	
68) E-Mail Address: charles.fea	therstun@bellsou	th.com	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

The Assignor or Transferor certifies transferred until the consent of the Fedrequired because the transaction is sufflecommunications carriers. See Men.	deral Communication bject to streamlined i	s Commission has been given, or (2) to the commission procedures for proforma a	hat prior Commission consent is not
The Assignor or Transferor certifies incorporated by reference are material	, are part of this appl	nade in this application and in the exhilication, and are true, complete, correc	bits, attachments, or in documents t, and made in good faith.
79) Typed or Printed Name of Party Au	thorized to Sign	The course of the Mark State Company and the Mark State Company and the Company of the Company o	man not the Control of the Control o
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Co	unsel		
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
- *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82)	Typed	or Printed	Name	of Party	Authorized	to	Sign
-----	-------	------------	------	----------	------------	----	------

First Name: Wayne	MI:	Last Name: Watts	Suffix:
83) Title: Secretary			
Signature: Wayne Watts		84) Date: 05/04/00	1

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

	85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
	KNKN905					
-	WML687					
1	WLW311					
	WLW312					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

	Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
- 1	Courterly	e e les este e les carres and	was a see see and a see	and a control of the

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they compty with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560551.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate
	· · · · · · · · · · · · · · · · · · ·	Submitted 05/04/2000 at 02:19PM
		File Number: 0000117829

1) Application Purpose: Transfer of Control	A STATE OF THE STA
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a pro forma assignment of authorization or transfer of control? No						
3b) If the answer to Item 3a is 'Yes', is this a notification of a pro forma transaction procedures for telecommunications licenses?	being file	d under th	ne Comn	nission's	forbeara	ince
4) For assignment of authorization only, is this a partition and/or disaggregation?						
5) Does this filing request a waiver of the Commission's rules? No						
6) Are attachments being filed with this application? Yes						
7a) Does the transaction that is the subject of this application also involve transfer the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidi- included on this form and for which Commission approval is required? Yes						
7b) Does the transaction that is the subject of this application also involve transfer included on this form and for which Commission approval is required? Yes	or assign	ment of n	on-wirele	ess licen	ses that	are no

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Sale or other assignment or transfer of stock If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.

9) The assignment of authorization or transfer of control of license is: Voluntary

Licensee/Assignor Information

10a) Taxpayer Identification Number:			10b) SGIN: 000
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): 1	exas RSA 9B4 Lim	ited Partnership	
13) Attention To: Kellye Abernathy			and the second s
14) P.O. Box:	And / Or	15) Street Address: 17	330 Preston Rd Ste 100A
16) City: Dallas		17) State: TX	18) Zip: 75252
	2	20) FAX: (972)733-814	I A

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

IRace:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	-		
Gender:	Female:	Male:	-		

Transferor Information (for transfers of control only)

		A CONTRACTOR OF THE CONTRACTOR	
		23b) SGIN: 000	
MI:	Last Name:	Suffix:	
C Communications Ir	ıc.		
26) P.O. Box: And / Or		75 East Houston	
	29) State: TX	30) Zip: 78205	
31) Telephone Number: (210)351-3476		32) FAX: (210)351-3257	
om		25 TO THE RESIDENCE OF THE PARTY OF THE PART	
	C Communications In And / Or	MI: Last Name: Communications Inc. And / Or 27) Street Address: 1 29) State: TX 32) FAX: (210)351-32	

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: Wayne	MI:	Last Name: Watts	Suffix:		
35) Company Name: SBC Commur	nications Inc.				
36) P.O. Box: And / Or		37) Street Address: 175 E	37) Street Address: 175 East Houston		
38) City: San Antonio		39) State: TX	40) Zip: 78205		
41) Telephone Number: (210)351-34	176	42) FAX: (210)351-3257			
43) E-Mail Address: dwatts@corp.s	sbc.com				

Assignee/Transferee Information

45a) Taxpayer Identification Number	er:		45b) SGIN: 000
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than indivi	dual): Alloy LLC		
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Charles Feathers	tun		
51) P.O. Box:	And / Or	52) Street Address: 1155	Peachtree St., N.E., Ste. 1700
53) City: Atlanta		54) State: GA	55) Zip: 303 09
56) Telephone Number: (404)249-3855		57) FAX: (404)249-5664	

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)

59) First Name: Charles	MI:	Last Name: Featherstun	Suffix:	
60) Company Name:				
61) P.O. Box:	And / Or	62) Street Address: 1155 Peachtree	St., N.E., Ste. 1700	
63) City: Atlanta		64) State: GA	65) Zip: 30309	
66) Telephone Number: (404)249-3855		67) FAX: (404)249-5664		

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	Yes

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:	• •		
Gender:	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies transferred until the consent of the Ferrequired because the transaction is sutelecommunications carriers. See Mer	deral Communication bject to streamlined r	s Commission has been given, or (2) to notification procedures for <i>pro forma</i> as	hat prior Commission consent is not
The Assignor or Transferor certifies incorporated by reference are materia			
79) Typed or Printed Name of Party A	uthorized to Sign		
First Name: Wayne	MI:	Last Name: Watts	Suffix:
80) Title: VP & Assistant General Co	unsel		
Signature: Wayne Watts		81) Date: 05/04/00	

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum Opinion and Order, 13 FCC Red. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*

*If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.

- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Wayne

Last Name: Watts

Suffix:

83) Title: Secretary

Signature: Wayne Watts

84) Date: 05/04/00

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

	85) Call Sign	86) Location Number	87) Path Number (Microwave only)	88) Lower or Center Frequency (MHz)	89) Upper Frequency (MHz)	90) Constructed Yes / No
	KNKN906					
$\int_{\mathbb{R}^{n}}$	WMR533					
	WMR534					
-	WMT684					
I	WMW757					
	WPOP763					

FCC Form 603 Schedule A

Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services

Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes', is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:	
Content	w. www. 20	L , , , , , , , ; ;	The second secon	

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply.

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes', the new category of eligibility of the licensee is:

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct.

Attachment List

Attachment Type	Date	Description	Contents
Other	04/25/00	Exhibits 1-3	17560555.0.pdf

Lead Application Information

This application is one of a group of applications being filed in connection with the transfer of licenses, which are ultimately held by BellSouth Corporation and SBC Communications Inc., to Alloy LLC. Applicants have designated the transfer of control application being filed concurrently for Abilene SMSA Limited Partnership (call sign KNKA559) as the lead application for the transaction. Accordingly, Applicants hereby incorporate by reference Exhibits 1-3 of the lead application.